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*Bankruptcy Counsel for Cambridge Place
Investment Management Inc.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Chapter 11

Case No. 12-12020 (MG)

(Jointly Administered)

Re: Docket No. 2284

**JOINDER OF CAMBRIDGE PLACE INVESTMENT MANAGEMENT INC. TO
MOTION OF AIG ASSET MANAGEMENT (U.S.), LLC, THE ALLSTATE ENTITIES,
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY, AND THE
PRUDENTIAL ENTITIES FOR AN ORDER UNDER BANKRUPTCY RULE 3013 (i)
CLASSIFYING RMBS FRAUD CLAIMS IN THE SAME CLASS AS THE
SECURITIZATION TRUSTS' CLAIMS FOR PURPOSES OF ANY CHAPTER 11 PLAN
FOR THE DEBTORS AND (ii) DIRECTING THAT MISREPRESENTATION CLAIMS
CANNOT BE PLACED IN A PLAN CLASS THAT WILL BE SUBORDINATED UNDER
BANKRUPTCY CODE SECTION 510(b)**

1. Cambridge Place Investment Management Inc. ("CPIM"), plaintiff in the civil actions styled as *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*, pending in the Superior Court of Massachusetts, Case Nos. 10-2741-BLS1 ("CPIM I") and 11-0555-BLS1 ("CPIM II" and collectively with CPIM I, the "CPIM Actions"), hereby (a) joins

(the “Joinder”) in the *Motion of AIG Asset Management (U.S.), LLC, the Allstate Entities, Massachusetts Mutual Life Insurance Company, and the Prudential Entities for an Order Under Bankruptcy Rule 3013 (i) Classifying RMBS Fraud Claims in the Same Class as the Securitization Trusts' Claims for Purposes of any Chapter 11 Plan for the Debtors and (ii) Directing That Misrepresentation Claims Cannot Be Placed in a Plan Class That Will Be Subordinated Under Bankruptcy Code Section 510(b)* (the “Motion”) [Docket No. 2284]¹ and (b) asserts that its claims against the above-captioned debtors constitute Misrepresentation Claims for purposes of the Motion.²

2. CPIM reserves all rights with respect to its claims, including but not limited to the rights to object to (a) any motion seeking disallowance or subordination of its claims under section 510(b) of the Bankruptcy Code and (b) confirmation of any chapter 11 plan filed in these cases that proposes to subordinate its claims under section 510(b) of the Bankruptcy Code.

¹ Capitalized terms used but not defined herein have the meanings ascribed to them in the Motion.

² Identifying the claims asserted in the CPIM Actions as Misrepresentation Claims is solely for the purposes of the Motion and this Joinder, and is not to be otherwise construed as constituting a full description or definition of the claims that have been or may be asserted in the CPIM Actions.

Dated: February 19, 2012
New York, New York

Respectfully submitted,

/s/ Michael S. Etkin

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